

LITHIA MOTORS INC  
Form 8-K  
April 27, 2016  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D. C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report: April 22, 2016** (Date of earliest event reported)

**LITHIA MOTORS, INC.**

(Exact name of registrant as specified in its charter)

**State of Oregon**

(State or other jurisdiction of incorporation)

**001-14733**

(Commission File Number)

**93-0572810**

(I.R.S.

Employer Identification  
No.)

**150 N. Bartlett St  
Medford, OR 97501**

(Address of principal executive offices)

**(541) 776-6401**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On April 22, 2016, the Company held its Annual Meeting of Shareholders with shareholders voting on the three matters described below. With respect to all matters, each share of Class B common stock has 10 votes. Each of the proposals received the requisite vote for approval.

1. To elect the following directors to serve for the ensuing year:

**Sidney B. DeBoer**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	18,863,246	1,125,503	1,999,998
Class B Common	2,542,231	0	0

**Thomas R. Becker**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,285,331	703,418	1,999,998
Class B Common	2,542,231	0	0

**Bryan B. DeBoer**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,210,983	777,766	1,999,998
Class B Common	2,542,231	0	0

**Susan O. Cain**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,411,154	577,595	1,999,998
Class B Common	2,542,231	0	0

**David J. Robino**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,576,511	412,238	1,999,998
Class B Common	2,542,231	0	0

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**Shau-wai Lam**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	18,851,017	1,137,732	1,999,998
Class B Common	2,542,231	0	0

**Kenneth E. Roberts**

<b>Class of Stock</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Class A Common	19,425,473	563,276	1,999,998
Class B Common	2,542,231	0	0

2. To cast an advisory vote on the compensation of the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K.

<b>Class of Stock</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Class A Common	19,657,690	53,414	277,645	1,999,998
Class B Common	2,542,231	0	0	0

3. To ratify the selection of KPMG LLP as the Company’s Independent Registered Public Accounting Firm for the year ending December 31, 2016.

<b>Class of Stock</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Class A Common	21,475,974	154,621	358,152	0
Class B Common	2,542,231	0	0	0

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LITHIA MOTORS, INC.**

Dated: April 27, 2016

By: /s/ Christopher S. Holzshu  
Christopher S. Holzshu  
SVP, CFO and Secretary